

Robert Yaquinto, Jr.
State Bar No. 22115750
SHERMAN & YAQUINTO, L.L.P.
509 N. Montclair Avenue
Dallas, TX 75208-5498
214/942-5502 Fax: 214/946-7601
ATTORNEY FOR TRUSTEE

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: §
§
PREMISE MEDIA HOLDINGS, LP § **CASE NO. 09-38751-BJH-7**
§
§
DEBTOR §

**MOTION TO SELL THE MOTION PICTURE ENTITLED
EXPelled: NO INTELLIGENCE ALLOWED
AND OTHER RELATED PERSONAL PROPERTY OF ESTATE
FREE AND CLEAR OF LIENS AND ENCUMBRANCES**

TO THE HONORABLE BARBARA J. HOUSER, U.S. BANKRUPTCY JUDGE:

Robert Yaquinto, Jr., trustee, files this motion to sell the property of the estate and clear of liens and encumbrances with any liens and encumbrances to attach to the proceeds of sale and in support, respectfully shows the Court the following:

1. On December 29, 2009, **PREMISE MEDIA HOLDINGS, LP** ("Debtor"), filed its voluntary petition for bankruptcy under Chapter 7 of Title 11 of the United States Bankruptcy Code. Robert Yaquinto, Jr. was subsequently appointed Trustee of the bankruptcy estate.
2. This Court has jurisdiction over this matter pursuant to 11 U.S.C. §363. This is a core proceeding.
3. The assets of the estate include, but are not limited to the following:

That certain feature-length motion picture ("Picture") entitled

"Expelled: No Intelligence Allowed" and all collateral, allied, ancillary, subsidiary and merchandising rights therein and thereto, and all properties and things of value pertaining thereto (as used in this paragraph, the term "Picture" shall mean and include the Picture, all of the aforesaid rights and the rights set forth in subparagraphs (i) through (iii) below), including, without limitation:

- (i) All rights of every kind and nature (including, without limitation, copyrights) in and to any literary, musical, dramatic or other literary material of any kind or nature upon which, in whole or in part, the Picture is or may be based, or from which it is or may be adapted or inspired or which may be or has been used or included in the Picture, including, without limitation, the Screenplay, the characters and all other scripts, scenarios, screenplays, bibles, stories, treatments, novels, outlines, books, titles, concepts, manuscripts or other properties or materials of any kind or nature, in whatever state of completion and all drafts, versions and variations thereof (all of the foregoing herein collectively referred to as the "Literary Property");**
- (ii) All physical properties of every kind or nature of or relating to the Picture and all versions thereof, to the extent now or hereafter in existence, including, without limitation, exposed film, developed film, positives, negatives, prints, answer prints, special effects, pre-print materials (including interpositives, negatives, duplicate negatives, internegatives, color reversals, intermediates, lavenders, fine grain master prints and matrices, and all other forms of pre-print elements which may be necessary or useful to produce prints or other copies or additional pre-print elements, whether now known or hereafter devised), soundtracks, recordings, audio and video tapes and discs of all types and gauges, cutouts,**

trims and any and all other physical properties of every kind and nature relating to the Picture in whatever state of completion, and all duplicates, drafts, versions, variations and copies of each thereof (all of the foregoing herein collectively referred to as the "Physical Property");

(iii) All rights in and to all copyrights and renewals and extensions of copyrights, domestic and foreign, heretofore or hereafter obtained in the Picture or the Literary Property or any part thereof.

4. Trustee desires to sell all of the estate's interest in the above described property in an online auction to the highest bidder free and clear of liens and encumbrances with any liens or encumbrances to attach to the proceeds of the sale. The sale will be "AS IS, WHERE IS without warranty except for the transfer of title through Trustee." The auction is to be conducted by Rosen Systems, Inc., with bidding to start on June 23, 2010 and end on June 28, 2010 at 10:00 a.m., at 2323 Langford, Dallas, TX 75208.

5. The Picture may be subject to certain distribution and manufacturing rights held by Vivendi Entertainment. Vivendi Entertainment maintains an inventory of manufactured compact discs and has continued to distribute the Picture for the benefit of the bankruptcy estate of Premise Media Distribution, L.P.

6. The Trustee believes the sale of the property is in the best interest of the estate.

7. The Trustee further requests that this Court waive the fourteen (14) day stay pursuant to Rule 6004(h) and the order authorizing the sale be effective immediately upon entry by the clerk.

WHEREFORE, Robert Yaquinto, Jr., trustee, seeks an Order from the Court authorizing the sale of the property of the estate "AS IS, WHERE IS without warranty except for the transfer of title through Trustee" at auction to the highest bidder free and clear of liens and encumbrances with any liens to attach to the proceeds of the sale; and for such other and further relief, both at law and in equity, to which the estate may be justly entitled.

ANY PARTY WISHING TO RESPOND TO THIS NOTICE MUST FILE THE RESPONSE WITH THE U.S. BANKRUPTCY CLERK, 1100 COMMERCE STREET, ROOM 1254, DALLAS, TEXAS 75242, AND SERVE A COPY ON THE TRUSTEE AT 509 N. MONTCLAIR AVENUE, DALLAS, TEXAS 75208, WITHIN 24 DAYS OF THE SERVICE OF THIS NOTICE.

IF A RESPONSE IS FILED AND SERVED TIMELY, A HEARING WILL BE SCHEDULED WITH NOTICE TO THE RESPONDING PARTY ONLY. IF NO RESPONSE IS FILED AND TIMELY SERVED ON THE TRUSTEE, THE COURT MAY DEEM THIS NOTICE UNOPPOSED AND MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED WITHOUT FURTHER NOTICE TO ANY PARTY.

Respectfully submitted,

/s/ Robert Yaquinto, Jr.
Robert Yaquinto, Jr.
State Bar No. 22115750
SHERMAN & YAQUINTO, L.L.P.
509 N. Montclair Avenue
Dallas, TX 75208-5498
214/942-5502 Fax: 214/946-7601
ATTORNEY FOR TRUSTEE

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the *Motion to Sell The Motion Picture Entitled EXPELLED: NO INTELLIGENCE ALLOWED and Other Related Property of Estate Free and Clear of Liens, Encumbrances and Interests* has been forwarded by electronic transmission via the Court's ECF system or first-class mail, postage prepaid, to the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242 and to those parties included on the attached Service List, on this 31st day of May, 2011.

/s/ Robert Yaquinto, Jr.
Robert Yaquinto, Jr.

A. Logan Craft
PO Box 6805
Santa Fe, NM 87502-6805

BKD CPAs & Advisors
14241 Dallas Parkway, Ste. 200
Dallas, TX 75254-2938

Chase Bank
Bank Customer Service Center
PO Box 260161
Baton Rouge, LA 70826-0161

Cort Furniture Rental
8155 Kempwood Drive
Houston, TX 77055-1094

Erin K. Lovall
Franklin Skierski Lovall Hayward LLP
10501 N. Central Expressway, Suite 106
Dallas, TX 75231-2203

Heenan Blaikie, LLP
1055 West Hastings Street No. 2200
Vancouver, BC V6E 2E9
Canada

John Sullivan
P. O. Box 803157
Santa Clarita, CA 91380-3157

KBA Group LLP
14241 Dallas Pkwy No. 200
Dallas, TX 75254-2938

Lain Faulkner & Co., PC
400 N. St. Paul Street, Suite 600
Dallas, TX 75201-6897

Locke Lord Bissell & Liddell, LLP
PO Box 911541
Dallas, TX 75391-1541

Make Shift Productions, Inc.

Pillar Advisors
Tres Corozones Partners Ltd
PO Box 6805
Santa Fe, NM 87502-6805

Premise Media Holdings, LP
2200 Ross Avenue
Suite 3838
Dallas, TX 75201-7968

Progress Equity Partners, Ltd.
2200 Ross Ave No. 3838
Dallas, TX 75201-7968

Ralph Manning
2200 Ross Ave No. 3838
Dallas, TX 75201-7968

Riveron Consulting
3131 Turtle Creek, Suite 400
Dallas, TX 75219-5433

U.S. Trustee
1100 Commerce Street
Room 976
Dallas, TX 75242-1011